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THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

October 20, 1995

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

RECORDATION NO. *14647* FILED 1425

OCT 24 1995 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-4)
Recordation No. 14647
Termination of Trust Agreement

Dear Ms. Fort:

Enclosed are one original and two certified copies of the Termination of Trust Agreement dated as of October 2, 1995, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are one original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

jf/
encls.

UTC4066A

LICENSING BRANCH

OCT 24 3 31 PM '95

RECEIVED
OFFICE OF THE
SECRETARY



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/24/95


Office Of The Secretary

Jean Fowler
Legal Assistant
The Marmon Group, Inc.
225 West Washington Street
Chicago, Illinois 60606-3418

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/24/95 at 3:35PM, and assigned recordation number(s). 14647-H and 14648-I

Sincerely yours.


Vernon A. Williams
Secretary

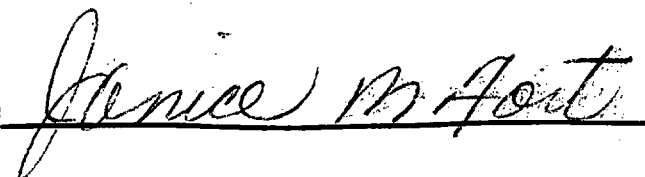
Enclosure(s)

(0100825086)

\$42.00

~~\$62.00~~ The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicate acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 14647-H FILED 1425
OCT 24 1995 -3 35 PM
ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

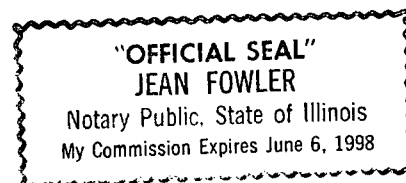
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Termination of Trust Agreement dated as of October 2, 1995, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 19th day of October, 1995.


Notary Public

4066A



OCT 24 1995-3 35 PM

TERMINATION OF TRUST AGREEMENT
UNION TANK CAR COMPANY

This Termination of Trust Agreement is entered into as of October 2, 1995, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and THE FIRST NATIONAL BANK OF CHICAGO ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated as of April 15, 1985, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series P-4) in the aggregate principal amount of \$75,000,000 and for the lease of certain equipment ("Trust Equipment") by Trustee to Company.

B. All of the payments due under the Trust Agreement have been made by Company on a timely basis. Pursuant to Section 4.01 of the Trust Agreement, the lease of the Trust Equipment has terminated.

C. Pursuant to Section 4.05 of the Trust Agreement, upon the termination of the lease of the Trust Equipment under the Trust Agreement and upon the making by Company of the payments referred to in Recital B above, title to the Trust Equipment shall vest in Company and Trustee is to execute such instruments as Company may reasonably request in order to make clear that Company has title to the Trust Equipment.


D. The parties wish to execute both this document and a Bill of Sale in order to document the termination of the Trust Agreement and to make clear that title to the Trust Equipment is now vested in the Company.

Agreement

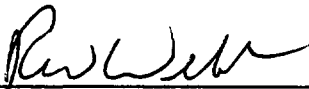
The Company and Trustee hereby agree, pursuant to Sections 4.01 and 4.05 of the Trust Agreement, that (i) the lease provided for in the Trust Agreement was terminated effective as of October 2, 1995, and (ii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of October 2, 1995.

Company and Trustee have caused this Termination of Trust Agreement to be duly executed by their respective officers as of the date first shown above.

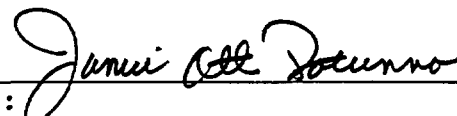
UNION TANK CAR COMPANY

By: 
R. C. Gluth
Executive Vice President


Attest:


Robert W. Webb
Secretary

THE FIRST NATIONAL BANK OF CHICAGO

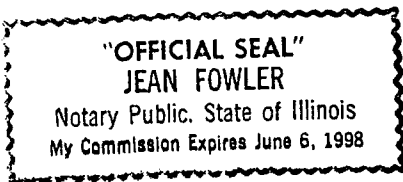
By: 
Title: Assistant Vice President

Attest:


UTC3771

STATE OF ILLINOIS))
COUNTY OF COOK) ss

On October 2, 1995, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

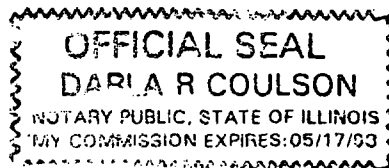



Notary Public

STATE OF ILLINOIS)) ss
COUNTY OF COOK)

On October 11, 1995, before me personally came JANICE OTT ROTUNDO, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of The First National Bank of Chicago, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Barla R Conlon
Notary Public



QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
14	ALHP	2,900	UNPX120525-UNPX120531, UNPX120537-UNPX120543
269	COVE	5,820	UNPX122647-UNPX122711, UNPX123001-UNPX123100, UNPX123102-UNPX123104, UNPX123106-UNPX123206
74	C214	5,800	UTCX46330, UTCX47343, UTCX47355, UTCX47360- UTCX47372, UTCX47534, UTCX47542-UTCX47545, UTCX47550-UTCX47551, UTCX47553, UTCX47561, UTCX47563-UTCX47584, UTCX47586-UTCX47595, UTCX47598-UTCX47600, UTCX47607, UTCX47645- UTCX47657
237	LOC	5,800	UTCX58000-UTCX58036, UTCX58038-UTCX58048, UTCX58100-UTCX58214, UTCX58500-UTCX58527, UTCX58529-UTCX58554, UTCX58577-UTCX58596
8	TA	12,600	UTLX11837-UTLX11844
4	TA	20,000	UTLX200051, UTLX200053, UTLX200501, UTLX200503
1	TA	20,500	UTLX85848
51	TM	13,000	UTLX61227-UTLX61266, UTLX61427-UTLX61437
224	TM	13,200	UTLX61137, UTLX61139-UTLX61140, UTLX61147- UTLX61148, UTLX61152, UTLX61155, UTLX61158, UTLX61160-UTLX61161, UTLX61164, UTLX61171- UTLX61172, UTLX61174-UTLX61198, UTLX61200- UTLX61226, UTLX61267-UTLX61280, UTLX61282- UTLX61426
164	TM	14,000	UTLX24402-UTLX24435, UTLX24437-UTLX24513, UTLX24515-UTLX24531, UTLX110000-UTLX110035
68	TM	16,000	UTLX64935-UTLX64940, UTLX64942-UTLX64959, UTLX65621-UTLX65625, UTLX65629-UTLX65641, UTLX65650-UTLX65651, UTLX65653-UTLX65657, UTLX66954-UTLX66961, UTLX66963-UTLX66973
193	TM	17,000	UTLX64960-UTLX64999, UTLX600000-UTLX600037, UTLX600039-UTLX600041, UTLX600043-UTLX600070, UTLX600072-UTLX600082, UTLX600084-UTLX600134, UTLX600136, UTLX600138, UTLX600141, UTLX600144- UTLX600146, UTLX600148-UTLX600151, UTLX600153, UTLX600155-UTLX600163, UTLX600167-UTLX600168
25	TM	17,600	UTLX66919-UTLX66938, UTLX66940-UTLX66943,

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
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218	TM	20,000	UTLX666979 UTLX61438-UTLX61467, UTLX67001-UTLX67034, UTLX67041-UTLX67115, UTLX67160-UTLX67172, UTLX200050, UTLX200052, UTLX200054-UTLX200099, UTLX650000-UTLX650003, UTLX650025-UTLX650034, UTLX900000-UTLX900003
20	TM	24,000	UTLX41233-UTLX41235, UTLX41237-UTLX41253
1	TM	25,000	UTLX2631
19	TM	26,000	UTLX2625-UTLX2630, UTLX2632-UTLX2644
141	TM	30,000	PROX41252-PROX41269, UTLX41075-UTLX41076, UTLX41080, UTLX41087-UTLX41093, UTLX41095- UTLX41099, UTLX41101, UTLX41103, UTLX41105, UTLX41107-UTLX41109, UTLX41112-UTLX41127, UTLX41129-UTLX41135, UTLX41143-UTLX41162, UTLX41197-UTLX41199, UTLX41223-UTLX41232, UTLX200000, UTLX200002, UTLX200004-UTLX200010, UTLX200012-UTLX200045, UTLX200047-UTLX200049
29	TMI	15,500	PROX64010-PROX64012, PROX64014-PROX64039
2	TMI	15,600	PROX64040, PROX64043
3	TMI	17,300	PROX28826-PROX28828
45	TP	17,000	UTLX27412-UTLX27456
57	TP	20,000	LC1X2566-LC1X2615, UTLX27508, UTLX27510, UTLX27512-UTLX27516
17	TP I	17,300	PROX28809-PROX28825
2	T054	13,700	UTLX125039, UTLX125053
5	T095	19,000	UTLX200536, UTLX200538-UTLX200541
15	T104	16,000	UTLX600269-UTLX600271, UTLX600273-UTLX600284
1	T104	17,300	UTLX600272
3	T105	20,000	UTLX640552-UTLX640553, UTLX650035
12	T108	30,000	UTLX200491, UTLX200803, UTLX200807, UTLX200861- UTLX200869

PROGRAM ACTB1021

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

CERTIFICATE TRUST SERIES: P004

RUN DATE: 10/02/95
PAGE NO : 3

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	T565	20,000	UTLX900111
2	T907	25,000	UTLX900553,UTLX900555

1,925 TOTAL